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January 27, 2005

RECEIVED

JAN 27 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Federal Communications Commission
Office of Secretary

Re: Joint Petition for Waiver of the Definition of
"Study Area" of the Appendix-Glossary of Part 36 of the
Commission's Rules, Petition for Waiver of Sec.
69.3(e)(11) of the Commission's Rules.
CC Doc. No. 96-45

Dear Ms. Dortch:

Attached please find an original and four copies of the Joint Petition for of the Definition of
"Study Area" being filed by Madison River Telephone Company, et al. and BellSouth
Telecommunications The Petition also includes a request by Madison River for waiver of Section
69.3(e)(11) of the Commission's Rules.

The requisite filing fee and FCC Form 159 Remittance Advice is being submitted by Courier to
Mellon Bank, Pittsburgh, Pennsylvania on this date.

Please acknowledge receipt on the "stamp and return" duplicate document attached for this
purpose. Please contact me if there are any questions regarding this matter.

Sincerely yours



David Cosson

Counsel to Madison River Telephone Company, et al.

cc: Cathy Carpino, Telecommunications Access Policy Division
Gary Seigel, Telecommunications Access Policy Division
Sheryl Todd, Telecommunications Access Policy Division

No. of Copies rec'd 014
List ABCDE

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 7

(1) LOCK BOX # 358140		SPECIAL INQUIRY RECORD	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Madison River Telephone Company, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$6,840.00	
(4) STREET ADDRESS LINE NO. 1 P.O. Box 430			
(5) STREET ADDRESS LINE NO. 2 103 South Fifth St.			
(6) CITY Mebane.		(7) STATE NC	(8) ZIP CODE 27302
(9) DAYTIME TELEPHONE NUMBER (include area code) 919 563 1500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3340-82			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE BEA	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$6,840.00	(27A) TOTAL FEE \$6,840.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>David Casson</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>David Casson</u>		DATE <u>1/27/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

MADISON RIVER MANAGEMENT COMPANY
P.O. Box 410
Mebane, NC 27302

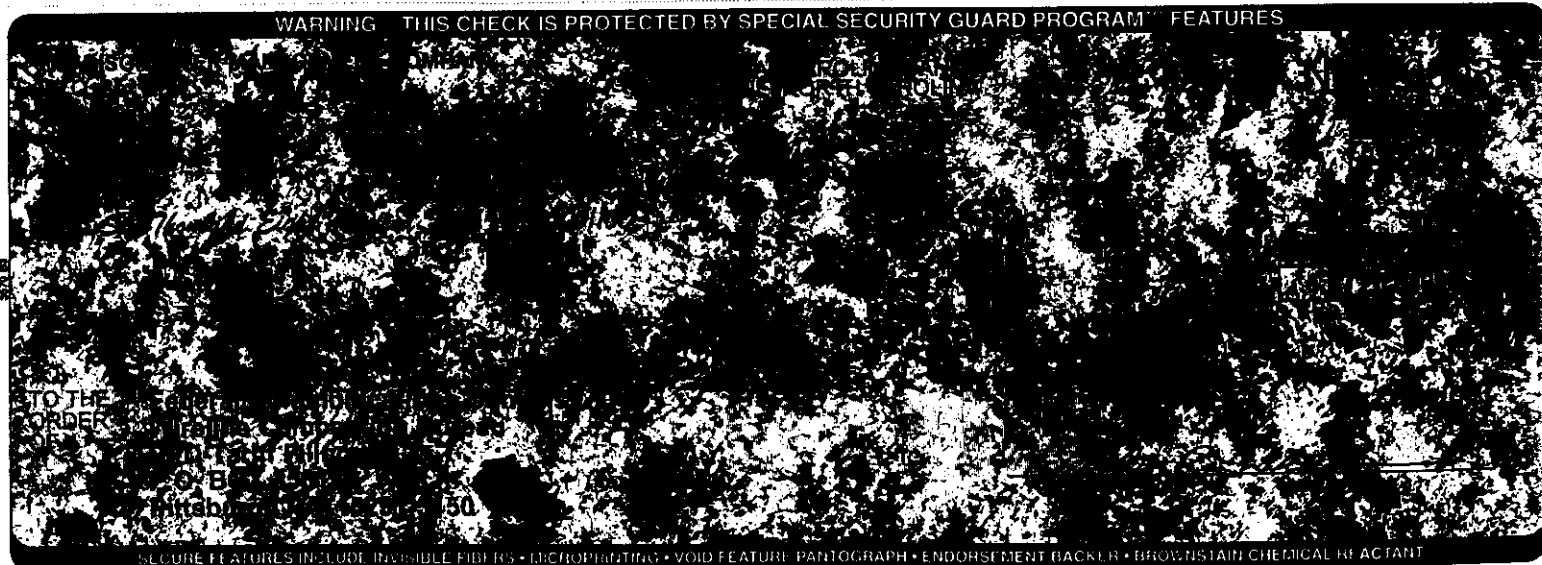
No. 20003

Check Date: 01/13/2005

FEDERAL COMMUNICATIONS COMMISS, WIRELINE COMPETITION BUREAU, PPD-TARIFF FILINGS, P.O. BOX 358150, PITTSBURGH PA 15251-5150

Description	Date	Gross Amount	Discount Amount	Net Amount Paid
01/12/05	01/12/05	\$6,840.00	\$0.00	\$6,840.00
Totals		\$6,840.00	\$0.00	\$6,840.00

Detach at Perforation Before Depositing Check



**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Madison River Telephone Company,)
LLC)
MebTel, Inc., d/b/a MebTel)
Communications)
)
and)
)
BellSouth Telecommunications, Inc.)
)
)
Joint Petition for Waiver of the)
Definition of "Study Area" of the)
Appendix-Glossary of Part 36 of the)
Commission's Rules)
)
Petition for Waiver of Section)
69.3(e)(11) of the Commission's Rules)

CC Docket No. 96-45

To: The Commission

JOINT PETITION FOR EXPEDITED WAIVER

Pursuant to Section 1.3 of the Federal Communications Commission's ("FCC" or "Commission") Rules,¹ Madison River Telephone Company, LLC, its wholly owned subsidiary MebTel, Inc. d/b/a MebTel Communications ("Madison River") and BellSouth Telecommunications, Inc ("BellSouth") (together, "Petitioners"), by their attorneys, request a waiver of the definition of "study area" contained in the Appendix—Glossary of Part 36 of the

¹ 47 C.F.R. § 1.3.

Commission's Rules. Additionally, Madison River seeks a waiver of Section 69.3(e)(11) of the Commission's Rules concerning participation in the National Exchange Carrier Association ("NECA") carrier common line tariff.

Petitioners request these waivers to enable Madison River to complete its proposed purchase from BellSouth of the latter's Milton and Gatewood telephone exchanges in North Carolina ("the exchanges"). Petitioners also request that the exchanges be removed from BellSouth's study area in North Carolina and added to Madison River's MebTel, Inc. study area.²

The Commission is requested to review and approve this Petition expeditiously. The facts and circumstances supporting grant are similar in material respects to those involved in waiver requests that have been approved recently.³ Prompt Commission approval will enable Petitioners to focus time and resources on the exchanges to be served immediately following the purchase transaction, which Petitioners seek to close on or about March 31, 2005.

I. INTRODUCTION AND SUMMARY

BellSouth is a price cap incumbent local exchange carrier ("ILEC") that owns and

² As described below, Madison River's MebTel study area serves the Mebane exchange in North Carolina, serving approximately 12, 200 access lines. This exchange comprises the study area referred to by the Universal Service Administrative Company (USAC) as Study Area Number 230485.

³ See, e.g., *Searsboro Telephone Company, Inc. and Killduff Telephone Company, Joint Petition for Waiver of the Study Area Boundary Freeze Codified in the Part 36, Appendix-Glossary of the Commission's Rules, Petition for Waiver of Section 69.605(c) of the Commission's Rules*, Order, 19 FCC Rcd 13822 (Wr. Comp. Bur. 2004); *Nemont Telephone Cooperative, Inc., et al. and Citizens Telecommunications Company of North Dakota, Joint Petition for Waiver of the Study Area Boundary Freeze Codified in the Part 36, Appendix-Glossary of the Commission's Rules, Petition for Waiver of*

operates approximately 1,915,062 access lines in 92 exchanges in the state of North Carolina. BellSouth owns and operates approximately 3,522 access lines in the Milton exchange and Gatewood exchanges that are the subject of this Petition. These exchanges are part of the study area referred to by the Universal Service Administrative Company ("USAC") as study area code 235193. After the transaction, BellSouth will continue to provide local telephone service in North Carolina and will retain its study area for its remaining exchanges.

Madison River's Mebtel study area operates, as an average schedule ILEC with approximately 12,200 access lines. Madison River intends to bring the purchased exchanges into its Mebtel operating company. Madison River requests the Milton and Gatewood exchanges be incorporated into its MebTel study area. Madison River intends to convert its MebTel study area to a cost basis of settlement at or before the effective date of the acquisition. The acquired exchanges will become part of the MebTel study area, will be converted to rate-of-return regulation as permitted in Paragraph 61.41(e) of the FCC rules, and will be subject to cost-based settlements.

As will be discussed in more detail below, the factors that the Commission requires for a study area waiver are, or will be, all present in this case: (1) the transfer of the exchanges from BellSouth to Madison River will not adversely impact the Universal Service Fund ("USF"), (2) the North Carolina Utilities Commission ("NCUC") does not object to this proposal, and (3) the public interest will be served by granting the waiver. At the same time, because Madison River is a small carrier, the conditions for waiver of Sections 69.3(e)(11) of the Commission's rules are

Sections 61.41(c)(2), 69.3(e)(11) and 69.605(c) of the Commission's Rules, Order, 18 FCC Rcd 838 (Wr. Comp. Bur. 2003).

present.

Related to this Petition, on this day, the Petitioners are also filing an Application pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),⁴ seeking the Commission's consent to transfer control of the exchanges being acquired by Madison River.⁵ Madison River will provide to customers and to the Commission the requisite timely anti-slamming notices required by Section 64.1120 of the Commission's rules.

II. WAIVER OF THE FROZEN STUDY AREA DEFINITION IS WARRANTED.

Petitioners seek a waiver of the frozen study area definition. Part 36 of the Commission's Rules "freezes" the definition of "study area" to the boundaries that were in existence on November 15, 1984. Although the rule was adopted to prevent a carrier from segregating territories artificially to maximize high cost support,⁶ the Commission has recognized that changes "that result from the purchase or sale of exchanges in arms-length transactions" do not necessarily raise the concerns which prompted the freeze.⁷ The proposed sale to Madison River is an arm's length transaction.

The Commission has recognized that failure to waive the rule in the case of the sale of

⁴ 47 U.S.C. § 214(a).

⁵ Copy of which is appended to this Petition as Exhibit 1.

⁶ See *MTS and WATS Market Structure, Amendment of Part 67 of the Rules and Establishment of a Joint Board*, Recommended Decision & Order, 57 RR 2d 267, ¶ 65 (1984).

⁷ See, e.g., *Alltel Corporation Petition for Waiver of Section 36.125(f), Sections 36.154(e)(1) and (2), and the Definition of "Study Area" contained in Part 36, Appendix-Glossary of the Commission's Rules*, Memorandum Opinion and Order, 5 FCC Rcd 7505, ¶ 7 (Com. Carr. Bur. 1990).

exchanges would produce an absurd result, forcing the seller to continue to include exchanges in its study area for which it has no costs, and preventing the buyer from including in its study area exchanges it actually serves.⁸ Such a result would not serve the Commission's policy objective of ensuring that carriers' actual costs are reflected in their accounting so that they can accurately set just, reasonable and non-discriminatory rates.⁹ Inasmuch as Madison River's proposed acquisition results from an arm's length negotiation process with BellSouth, the standards for waiver of the freeze are met in this instance.

A. The Change in Study Area Boundaries Will Not Adversely Affect the Universal Service Fund.

To evaluate whether a study area boundary change adversely impacts the USF, the Commission analyzes whether a study area waiver will result in an annual aggregate shift in high-cost support in an amount equal to or greater than one percent of the total high-cost support fund for the year.¹⁰ The proposed transaction will produce no such adverse impact, as Section 54.305 of the Commission's rules provides in pertinent part:

A carrier that acquires telephone exchanges from an unaffiliated carrier shall receive universal service support for the acquired exchanges at the same per-line support levels for which those exchanges were eligible prior to the transfer of the exchanges.¹¹

Notwithstanding Section 54.305(a) of the Commission's Rules, however, Madison River may

⁸ *Amendment to Part 36 to the Commission's Rules and Establishment of a Joint Board*, Notice of Proposed Rulemaking, 5 FCC Rcd 5974, 5975-76 (1990) ("Part 36 NPRM").

⁹ BellSouth will adjust, pursuant to 47 C.F.R. § 61.45, its price cap index to reflect removal of the transferred access lines, as applicable.

¹⁰ See, e.g., *U S WEST Communications, Inc., and Eagle Telecommunications, Inc., Petition for Waiver of the Definition of "Study Area" Contained in Part 36, Appendix-Glossary of the Commission's Rules*, Memorandum Opinion and Order, 10 FCC Rcd 1771, 1774, ¶ 14 (1995) ("Eagle Order").

¹¹ 47 C.F.R. §54.305(a).

still be eligible to receive additional limited high cost support for the purchased access lines.

First, Madison River may be eligible for limited “safety valve” support for new investments in the purchased assets.¹² Second, Madison River may be eligible for additional interstate common line support (“ICLS”).¹³

Nevertheless, it is inconceivable that Madison River’s additional support could rise to \$39 million—the figure that now approximates an aggregated one percent increase of annual high cost support.¹⁴ First, safety valve support, to the extent Madison River would be eligible, is capped by rule.¹⁵ Second, Madison River currently receives only an estimated \$47.77¹⁶ in annual ICLS per line. By adding an additional 3,522 lines to its study area, at the same per line support level, Madison River would receive only an additional estimated \$167,959 in annual ICLS.¹⁷ Accordingly, this transaction does not pose significant impacts for purposes of the USF.¹⁸

¹² See 47 C.F.R. § 54.305(b)-(f).

¹³ See, 47 C.F.R. 54.902(b)

¹⁴ USAC’s most recent projections show annual high cost support exceeding \$3.9 billion. See USAC, HC01 - High Cost Support Projected by State by Study Area – 1Q2005.xls, online at <http://www.universalservice.org/> (“USAC HC01”).

¹⁵ See 47 C.F.R. § 54.305(b)-(f).

¹⁶ First quarter 2005 filings by USAC show ICLS payments to MebTel of \$48,568 per month. Based on 12, 200 access lines, the ICLS payments are approximately \$47.77 per line per year.

¹⁷ Initially, ICLS for the acquired lines would be available based on the existing per line ICLS of the acquiring company. These amounts would be subject to true up once cost and revenue data are available. Actual amounts received would be dispersed on a monthly basis and are dependent on the timing of the grant of the waiver request, closing of the acquisition, and submission of updated line counts by the acquiring company.

¹⁸ Madison River recognizes that as a result of the transaction, access lines in the pre-acquisition study area will be eligible for different amounts of high cost support than the access lines being acquired from BellSouth. Madison River will adopt a methodology for excluding the costs associated with the acquired

B. State Commission Approval.

Petitioners have filed a Joint Application for "Petition For Authority to Transfer Certain Portions of Certificate, Customers and Assets" with the NCUC. In this proceeding, Madison River and BellSouth will request the NCUC to provide a letter indicating its position that it does not object to the grant of this study area waiver. Madison River and BellSouth will supplement this Joint Petition for Expedited Waivers when the NCUC issues its letter.

C. Granting The Waiver Is In The Public Interest.

The transfer of the two exchanges from BellSouth to Madison River will promote the public interest because it will provide the customers with new services from a locally-based carrier specializing in meeting the communications needs of the rural communities it serves.

Madison River intends to introduce new services, including DSL and voicemail services and to improve the directory for the acquired exchanges. Accordingly, the public interest would be served if this study area waiver request were to be granted.

III. WAIVER OF SECTION 69.3(e)(11) OF THE COMMISSION'S RULES IS WARRANTED.

Madison River requests a waiver of Section 69.3(e)(11), if necessary, in order to continue to allow it to use NECA as its tariff pool administrator. Section 69.3(e)(11) requires that any changes in NECA common line tariff participation and long term support ("LTS") resulting from a merger or acquisition of telephone properties are to be made effective on the next annual access tariff filing

access lines from the costs associated with the pre-acquisition study area for purposes of non-ICLS high cost funding mechanisms.

effective date following the merger or acquisition. Thus, Section 69.3(e)(11) may preclude Madison River from participating in the NECA common line tariff until the next annual access tariff filing effective date following the consummation of the acquisition transaction. This would require Madison River to file interstate tariffs, and assume the cost and administrative burden associated with that process for a brief period. Moreover, the inclusion of the small number of acquired access lines in the NECA carrier common line tariffs would represent a minimal increase in NECA common line pool participation.

In light of the fact that Madison River's MebTel ILEC is a small carrier and that the administrative and financial burdens that could result in the absence of a waiver are great, Madison River requests a waiver of Section 69.3(e)(11) to the extent necessary for it to add these exchanges to its current study area and include them in the NECA pools upon the closing date of this acquisition.


V. CONCLUSION

The immediate requests are substantially analogous to comparable requests routinely granted by the Commission for similarly situated carriers. Therefore, good cause having been shown, Petitioners respectfully request that this Joint Petition be granted on an expedited basis, thereby affording the affected customers the ability to benefit from the planned acquisition as soon as possible.

Respectfully submitted,

Madison River Telephone Company, LLC
MebTel, Inc., d/b/a MebTel
Communications

By:

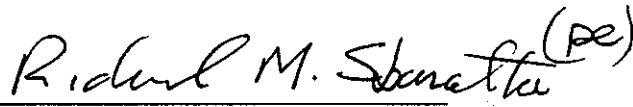

David Cosson

Its Attorney

Kraskin, Moorman & Cosson, LLC
2120 L Street, N.W., Suite 520
Washington, DC 20037
(202) 296-8890

BellSouth Telecommunications, Inc.

By


Richard M. Sbaratta

Its Attorney

BellSouth Telecommunications Inc.
675 West Peachtree St., Suite 4300
Atlanta, Georgia 30375
(404)-335-0738

January 27, 2005

EXHIBIT 1

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
Madison River Telephone Company, LLC)
MebTel, Inc., d/b/a MebTel Communications)
MebTel Long Distance Solutions, Inc.)
)
And)
)
BellSouth Telecommunications, Inc.)
BellSouth Long Distance, Inc.)
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended, for Transfer of Control)

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Madison River Telephone Company, LLC , its wholly owned subsidiaries MebTel, Inc., d/b/a MebTel Communications, and MebTel Long Distance Solutions, Inc. ("Madison River" or Transferee") and BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. ("BellSouth") (collectively the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of BellSouth's Milton and Gatewood telephone exchanges in North Carolina to Madison River. The Applicants have entered into an Asset Sale Agreement under which Madison River will provide service to BellSouth's customers upon completion of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors: BellSouth Telecommunications Inc.
675 West Peachtree Street
Atlanta, Georgia 30375

Telephone: (404) 335-0738
Facsimile: (404) 614-4054

BellSouth Long Distance, Inc.
400 Perimeter Center Terrace NE
Atlanta, Georgia 30346

Telephone: (770) 352-3116
Facsimile: (770) 352-3352

Transferee: Madison River Telephone Company, LLC
PO Box 430
103 South Fifth Street
Mebane, NC 27302

Telephone: (919) 563-1500
Facsimile: (919) 563-4993

(2) State of Organization

- (a) BellSouth Telecommunications Inc. is a Georgia corporation; BellSouth Long Distance, Inc. is a Delaware Corporation.
- (b) Madison River Telephone Company, LLC is a Delaware limited liability company. MebTel, Inc. and MebTel Long Distance Solutions, Inc. are North Carolina Corporations.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Edward L. Rankin, III
Senior Attorney
BellSouth Telecommunications, Inc.
300 South Brevard St.

Charlotte, North Carolina 28202-2349

Telephone: (704) 417-8833

Facsimile: (704) 417-9389

Transferee: General Counsel
Madison River Telephone Company, LLC
PO Box 430
103 South Fifth Street
Mebane, NC 27302

Telephone: (919) 563-1500

Facsimile: (919) 563-4993

Copies of all correspondence, notices, and inquiries should also be addressed to:

Transferee:

David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

Telephone: (202) 296-8890

Facsimile: (202) 296-8893

Transferor:

Edward S. Finley, Jr.
One Hannover Square, Suite 1400
P.O.Box 109
Raleigh, North Carolina 27602

Telephone: (919) 899-3021

Facsimile: (919) 834-9908

(4) Ten percent (10%) Equity Shareholders

Madison River:

The following persons own 10% or more of Madison River Telephone Company, LLC:

Madison Dearborn Capital Partners II, LP 36.9%
c/o Madison Dearborn Partners
Three First National Bank Plaza
Suite 1330
Chicago, Illinois 60602

Goldman Sachs & Co. 30.7%
85 Broad Street
19th floor
New York, New York 10004

Providence Equity Partners LP 20.3%
c/o Providence Equity
50 Kennedy Plaza, Suite 901
Providence, Rhode Island 02903

No equity owner of the above-named entities owns a derivative interest of 10% or more in Madison River Telephone Company, LLC. All institutional owners are organization under the laws of the various United States.

BellSouth: BellSouth Telecommunications Inc. and BellSouth Long Distance, Inc. are wholly-owned subsidiaries of BellSouth Corporation. BellSouth Corporation is organized under the laws of Georgia. No entity owns 10 percent or more of the equity of BellSouth Corporation.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of Transaction

The Applicants have entered into an Asset Sale Agreement which provides that BellSouth will transfer certain assets of the Milton and Gatewood, North Carolina exchanges to Madison River. Assets include tangible and intangible assets and properties in the areas of the exchanges and tangible and intangible assets used in operation of the exchanges including customers

accounts for local, intraLATA long distance and interLATA long distance.¹ Upon closing of the transaction, Madison River will provide local and long distance telephone service to BellSouth's current subscribers by Madison River's wholly owned subsidiaries MebTel, Inc. and MebTel Long Distance Solutions, Inc. .

(7) Geographic Description

The Milton and Gatewood exchanges are located in North Carolina along the border between North Carolina and Virginia, and just south of Danville, Virginia. These exchanges are associated with the Lynchburg, Virginia LATA. There are approximately 3,500 access lines served in these two exchanges.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this application. The sale of the assets associated with Milton and Gatewood exchanges meets the criteria under Sections 63.03(b)(1)(iii) of the Commission's rules in that it is a transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control. The sale of the long distance accounts should also be afforded streamlined treatment. Transferee will continue to provide interexchange services at the time of closing. Thus, no customer will lose service or be adversely affected as a result of the transaction.

(9) Other Related Applications Before the Commission

¹ Madison River is purchasing the intraLATA and interLATA long distance accounts from BellSouth Long Distance Inc., for customers that BellSouth Long Distance Inc. serves in the Milton and Gatewood exchanges. BellSouth Long Distance retains its authority to provide interexchange service throughout North Carolina.

At or about the time that this Application is being submitted, Applicants will apply to transfer the control of the common carrier microwave licenses as follows:

WPQW740 (Path 4 only)

WPQW739

WPQX282

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

A petition for waiver of the Appendix-Glossary of Part 36 of the Commission's Rules regarding frozen study areas and of Section 69.3(e)(1) regarding participation in the NECA carrier common line tariff is being filed simultaneously with this application. The waiver petition asks that the exchanges be added to the study area of Madison River's wholly owned subsidiary, MebTel, Inc.

(12) Public Interest Statement

Upon completion of the asset purchase Madison River will continue to provide high quality, modern local exchange, exchange access and long distance service to BellSouth's current subscribers.. Madison River will introduce DSL and Voicemail services to the Milton and Gatewood exchanges and will publish an improved directory.

Conclusion

For the foregoing reasons, Madison River and BellSouth respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

By
David Cosson
KRASKIN, MOORMAN & COSSON, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
Attorney for Madison River Telephone Company, LLC
MebTel Inc., d/b/a MebTel Communications
MebTel Long Distance Solutions

By
Edward S. Finley, Jr..
One Hannover Square, Suite 1400
P.O. Box 109
Raleigh, North Carolina 27602
Attorney for BellSouth Telecommunications, Inc.
and BellSouth Long Distance, Inc.

January 27, 2005

DECLARATION OF Michael T. Skrivan

I, Michael T. Skrivan, Managing Director – Revenues for Madison River Telephone Company, LLC, declare under penalty of perjury that Madison River Telephone Company, LLC including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Madison River as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: _____

DECLARATION OF

I, _____, declare under penalty of perjury that BellSouth including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of BellSouth as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: _____